

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

GOLDMAN SACHS EXECUTION &  
CLEARING, L.P. (f/k/a SPEAR, LEEDS &  
KELLOGG, L.P.),

Petitioner,

v.

THE OFFICIAL UNSECURED CREDITORS'  
COMMITTEE OF BAYOU GROUP, LLC,  
*et al*, on behalf of  
BAYOU GROUP, LLC,  
BAYOU MANAGEMENT, LLC, BAYOU  
ADVISORS, LLC, BAYOU EQUITIES, LLC,  
BAYOU FUND, LLC, BAYOU SUPERFUND,  
LLC, BAYOU NO LEVERAGE FUND, LLC,  
BAYOU AFFILIATES FUND, LLC, and  
BAYOU ACCREDITED FUND, LLC,

Respondent.

CIVIL ACTION NO.:

ECF Case

**MEMORANDUM OF LAW IN SUPPORT OF  
MOTION TO FILE ARBITRATION RECORD UNDER SEAL**

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**Table of Authorities**

<u>DiRussa v. Dean Witter Reynolds, Inc.</u> , 121 F.3d 818 (2d Cir. 1997) .....	1
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Goldman Sachs Execution & Clearing, L.P. ("Goldman") submits this memorandum in support of its motion to file under seal the record of the arbitration proceeding that resulted in the award that is the subject of the Memorandum of Law in Support of Petition to Vacate Arbitration Award that is being filed today. That record consists of the hearing transcripts, hearing exhibits, principal pleadings, and certain related materials from a private Financial Industry Regulatory Authority ("FINRA," which was formerly known as NASD) arbitration proceeding and includes confidential business documents containing customer information, revenue figures, business practices, and proprietary compliance and anti-money laundering manuals. (See Decl. Supp. Mot. to File Under Seal ("Decl.") ¶ 3, submitted herewith)

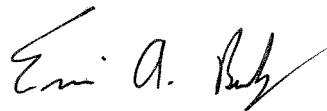
A Confidentiality Agreement and Protective Order was entered in the arbitration proceeding upon the joint submission of the parties in order to protect the confidentiality of such materials. (See Decl. ¶ 4 & Ex. A) The arbitration record also includes confidential material subject to a separate protective order entered in a related bankruptcy proceeding (see id. ¶ 5); that protective order contemplates the filing of confidential material under seal in order to protect the interests of persons and entities (who were not parties to the arbitration) that produced confidential material in the bankruptcy proceeding (id. Ex. B ¶ 17).

The Second Circuit and this Court have endorsed the filing of arbitration records under seal in connection with petitions to vacate arbitration awards under such circumstances. See, e.g., DiRussa v. Dean Witter Reynolds, Inc., 121 F.3d 818, 826-28 (2d Cir. 1997) (holding that this Court did not abuse its discretion in sealing entire file other than court orders and opinions in connection with petition to vacate NASD arbitration award where documents were subject to confidentiality agreement in arbitration proceeding); Stolt-Nielsen SA v. Animal Feeds Int'l Corp., No. 06 Civ. 420, Order (S.D.N.Y. Jan. 20, 2006) (granting motion to seal petition to

vacate arbitration award, supporting exhibits, and memorandum of law because they “contain[ed] confidential business documents and the proceedings of a confidential maritime arbitration”) (Decl. Ex. C). The rationale of those rulings applies equally here as well.

Accordingly, Goldman respectfully requests that this Court grant its motion to file the arbitration record under seal.

Respectfully submitted,



Dated: July 23, 2010

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